

EXHIBIT 2

PEPPER HAMILTON LLP

Robert S. Hertzberg
The New York Times Building
37th Floor
620 Eighth Avenue
New York, New York 10018-1405
Tel: 212.808.2700
Fax: 212.286.980

-and-

Gary Apfel
333 South Grand Avenue
Suite 1670
Los Angeles, California 90071-1521
Tel: 213.293.3160
Fax: 213.628.8690

-and-

Deborah Kovsky-Apap
Suite 1800
4000 Town Center
Southfield, Michigan 48075-1505
Tel: 248.359.7300
Fax: 248.359.7700
Proposed Special Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
RESIDENTIAL CAPITAL, LLC, *et al.*) Case No. 12-12020 (MG)
) Jointly Administered
)

**DECLARATION OF ROBERT S. HERTZBERG IN SUPPORT OF DEBTORS'
APPLICATION FOR AN ORDER UNDER SECTION 327(E) OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 2014(A) AND LOCAL RULE 2014-1 AUTHORIZING
THE DEBTORS TO EMPLOY AND RETAIN OF PEPPER HAMILTON LLP
AS SPECIAL FORECLOSURE REVIEW COUNSEL FOR BANKRUPTCY ISSUES
TO THE DEBTORS, NUNC PRO TUNC TO MAY 14, 2012**

ROBERT S. HERTZBERG, under penalty of perjury, states as follows:

1. This Declaration is being submitted in support of the above-captioned debtors (the "Debtors") Application for an Order under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing the Debtors to Employ and Retain Pepper

Hamilton LLP as Special Foreclosure Review Counsel for Bankruptcy Issues to the Debtors,
Nunc Pro Tunc to May 14, 2012 (the “**Application**”).

2. I am a partner in the law firm of Pepper Hamilton LLP (“**Pepper Hamilton**”) and co-chair of the Corporate Restructuring and Bankruptcy Practice Group. I make this Declaration pursuant to §§ 327, 328, 329 and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and Rules 2014 and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

3. I am generally familiar with the business of the law firm of Pepper Hamilton and have made inquiry concerning the facts set forth herein prior to making this Declaration.

THE SCOPE OF PEPPER HAMILTON’S SERVICES

4. Pepper Hamilton will continue to support Hudson Cook, LLP in connection with the Foreclosure Review¹ pursuant to Section 3 of the Consent Order of the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation, dated April 13, 2011. In assisting Hudson Cook in advising PwC with respect to the Foreclosure Review, Pepper Hamilton’s bankruptcy practice group has been tasked with acting as back-up support to provide assistance in addressing various questions related to the “bankruptcy workstream,” on an as needed basis. The Foreclosure Review requires a review of designated loan files, currently totaling in excess of 17,000 loan files, under six operational “workstreams.” The workstreams relate to portions of the various analyses required by paragraph 3(a) of the Consent Order. Pepper Hamilton is tasked with providing legal advice and assistance in connection with the “bankruptcy workstream.” This workstream involves PwC’s analysis regarding whether the

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

applicable foreclosures were conducted in accordance with the Bankruptcy Code, as required by subparagraph 3(a)(ii) of the Consent Order.

5. Pepper Hamilton partner Gary Apfel began representing GMAC Mortgage, LLC (“**GMAC Mortgage**”) and Ally Financial Inc. (“**AFI**”) in connection with the Foreclosure Review in October 2011,² focusing specifically on the Foreclosure Review “workstream” related to bankruptcy issues. Various Pepper Hamilton attorneys, including Gary Apfel and others, have worked with the Independent Consultant on the Foreclosure Review since May 2012, pursuant to an engagement letter with GMAC Mortgage and AFI. By virtue of Mr. Apfel’s prior involvement and Pepper Hamilton’s ongoing engagement to provide support with respect to the Foreclosure Review, Pepper Hamilton is familiar with the facts, issues and processes involved in the Foreclosure Review and, in particular, the bankruptcy workstream. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters described in the Application.

PEPPER HAMILTON’S PROCEDURES

6. In preparing this Declaration, I utilized a set of procedures established by Pepper Hamilton to ensure compliance with the Bankruptcy Code and the Bankruptcy Rules regarding the employment of professionals by a debtor-in-possession under the Bankruptcy Code.

7. In that connection, I caused to be submitted the names of significant parties-in-interest in these cases that are known to me after inquiry for review under the conflict check system maintained by Pepper Hamilton. Using information provided by the Debtors, I compared the names of the Debtor, their affiliates and subsidiaries, and potential parties-in-interest, including but not limited to the top 50 unsecured creditors on a consolidated basis, directors and

² At that time, Mr. Apfel was a partner at another law firm.

officers, servicing agreement counterparties, bondholders and insurers, to the names that Pepper Hamilton has compiled into its conflict check system and adverse party index. A list of the parties reviewed is attached to this Declaration as **Exhibit 1**.

8. Pepper Hamilton maintains and systematically updates this conflict check system in the regular course of its business, and it is the regular practice of Pepper Hamilton to make and maintain these records. The conflict check system maintained by Pepper Hamilton is designed to include (i) every matter for which Pepper Hamilton is now or has been engaged; (ii) the entity by which Pepper Hamilton is now or has been engaged; (iii) the identity of related parties; (iv) the identity of adverse parties; and (v) the attorney in Pepper Hamilton that is knowledgeable about the matter. It is the policy of Pepper Hamilton that no new matter may be accepted or opened within Pepper Hamilton without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Pepper Hamilton. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter. Any matches between Pepper Hamilton's conflict check system and the potential parties-in-interest listed on **Exhibit 1** hereto were identified and reviewed. Pepper Hamilton is conducting a continuing inquiry of its connections with parties in interest in these Chapter 11 cases. Moreover, as additional parties-in-interest appear in these cases, Pepper Hamilton will submit their names to its conflict check system and update its disclosures as necessary.

9. In the event additional disclosure is necessary, Pepper Hamilton will file a supplemental verified statement setting forth any facts and circumstances relevant thereto.

PEPPER HAMILTON'S CONNECTIONS

10. In accordance with Fed. R. Bankr. P. 2014(a), Pepper Hamilton hereby discloses its connections with the Debtors, the Debtors' creditors and all other parties-in-interest. Pepper Hamilton is disclosing these connections out of an abundance of caution and does not believe any of the following connections are problematic. Except as set forth in this Declaration, Pepper Hamilton is not a creditor of the Debtors and has no direct or indirect relationship to, connection with, or interest in the Debtors. The following chart summarizes Pepper Hamilton's connections in these chapter 11 cases. In all instances, Pepper Hamilton's disclosed relationships are unrelated to the Debtors or their chapter 11 cases.

Name	Relationship to Debtors	Relationship to Pepper
ABN AMRO Mortgage Croup, Inc.	Other Counterparties to Servicing Agreements	Believed to be affiliated with LaSalle National Bank, N.A., a former client in an unrelated matter.
ACE Securities Corp.	Other Counterparties to Servicing Agreements	May be affiliated with Tyco International (US) Inc., a current client of the firm in unrelated matters.
Allstate Insurance/Allstate Insurance Company	Consolidated Top 50 Creditors; Parties to Litigation	Current client of the firm in unrelated matters. Parent of American Heritage Life Insurance Company, a current client of the firm in unrelated matters.
Allstate Life Insurance Company	Parties to Litigation	Former client of the firm in an unrelated matter.
Ally Bank	Depositing Banks	May be an affiliate of Ally Commercial Finance LLC, a current client of the firm in an unrelated matter.
Ally Financial Inc. (f/k/a GMAC Inc.)	Parties to Funding Agreement; Other Counterparties to Servicing Agreements	Current client of the firm in connection with the Foreclosure Review. May be an affiliate of Ally Commercial Finance LLC, a current client in an unrelated

Name	Relationship to Debtors	Relationship to Pepper
		matter. Affiliate of GMAC Commercial Finance LLC, a former client in an unrelated matter. May be associated with former client of the firm, John Matthew Inc., Realtors-GMAC Real Estate, in an unrelated matter.
Amalgamated Bank of New York	Other Counterparties to Servicing Agreements	Believed to be affiliated with Amalgamated Bank, a current client of the firm in unrelated matters, and with Amalgamated Bank Longview Fund, a former client of the firm in unrelated matters.
American Equity Mortgage, Inc.	Other Counterparties to Servicing Agreements	Believed to be affiliated with American Equity Partners, LLC, a former client of the firm in an unrelated matter.
American Heritage Life Insurance Company	Parties to Litigation	Current client of the firm in an unrelated matter.
Arbor Commercial Mortgage, LLC	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
Aurora Loan Services LLC	HELOC Investors	Believed to be affiliated with Aurora Bank FSB, a former client of the firm in an unrelated matter.
Bank of America, N.A.	Depositing Banks; Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters.
Bank of New York Mellon	Depositing Banks; Trustees	The Bank of New York Mellon Corporation is a former client of the firm in unrelated matters, and is the parent company of HedgeMark Advisors, LLC, a current client of the firm in unrelated matters.
Bank of New York Mellon, (The)/Barclays Capital - London	Bondholder	Current client of the firm in an unrelated matter. Believed to be parent company of HedgeMark Advisors, LLC, a current client in an unrelated matter.

Name	Relationship to Debtors	Relationship to Pepper
Bank One, Texas, N.A.	HELOC Investors; Other Counterparties to Servicing Agreements	May be affiliated with Bank One Columbus, N.A., a former client of the firm in an unrelated matter.
Bank Rhode Island	Other Counterparties to Servicing Agreements	Former client of the firm in unrelated matters.
Bankers Trust Company	Other Counterparties to Servicing Agreements	May be affiliated with Deutsche Bank National Trust Company, a former client of the firm in an unrelated matter.
Banknorth Mortgage	Other Counterparties to Servicing Agreements	May be affiliated with Banknorth Group, Inc., a current client of the firm in unrelated matters.
Barclays Bank PLC	Parties to Funding Agreement; Consultants & Professionals	Barclays Bank PLC is a former client of the firm in unrelated matters, and is believed to be affiliated with Barclays Bank Delaware, a current client of the firm in unrelated matters.
Bayview Financial Trading Group, L.P.	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
Bayview Financial, L.P.	Other Counterparties to Servicing Agreements	May be affiliated with Bayview Financial Trading Group, L.P., a former client of the firm in an unrelated matter.
Bear Stearns Asset Backed Securities I, LLC	Other Counterparties to Servicing Agreements	May be affiliated with Bear Stearns & Company, Inc., a former client of the firm and/or merged into a current client of the firm in unrelated matters.
Bear Stearns Second Lien Trust 2007-SV1	Other Counterparties to Servicing Agreements	May be affiliated with Bear Stearns & Company, Inc., a former client of the firm and/or merged into a current client of the firm in unrelated matters.
Berkshire Hathaway Inc.	Bondholder	Parent company of Fruit of the Loom, a current client in an unrelated matter.
Cambridge Place Investment Management Inc.	Parties to Litigation	May be associated with Cambridge Management Group, LLC, former client of the firm in an unrelated matter

Name	Relationship to Debtors	Relationship to Pepper
Cenlar FSB	Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters.
Cerberus Capital Management, L.P. Cerberus FIM Investors LLC Cerberus FIM, LLC	Rule 2004 Motion Parties	May be affiliated with Ableco Finance, LLC, a former client of the firm in unrelated matters. Believed to be affiliated with DecisionOne, a former client of the firm in unrelated matters.
Chase Manhattan Mortgage Corporation	Other Counterparties to Servicing Agreements	May be affiliated with JP Morgan Chase Bank NA and ExxonMobil Corporation, current clients of the firm in unrelated matters. May be affiliated with The Bank of New York Trust Company, N.A., a former client of the firm in unrelated matters.
Cisco Systems Capital Corporation	Utilities	May be affiliated with Cisco Systems, Inc., a former client of the firm in an unrelated matter.
Citigroup Global Markets Inc.	Bondholder	Former client of the firm in an unrelated matter.
Citigroup Global Markets Realty Corp.	Other Counterparties to Servicing Agreements	May be affiliated with CitiGroup Global Wealth Management Fund of Funds and Citigroup Global Markets Inc., former clients of the firm in unrelated matters.
Citizens Bank of Connecticut	Other Counterparties to Servicing Agreements	May be affiliated with Citizens Bank, Citizens Bank - Real Estate Finance and Citizens Financial Group/Citizens Bank, current clients of the firm in unrelated matters.
Citizens Bank, N.A.	Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters.
Comcast	Utilities	Current client of the firm in unrelated matters. Affiliated with NBCUniversal Media, LLC, a current client of the firm in unrelated matters. May be affiliated with Comcast

Name	Relationship to Debtors	Relationship to Pepper
		Foundation, a current client of the firm in an unrelated matter.
Copperfield	Other Counterparties to Servicing Agreements	Affiliated with Interline Brands, Inc. d/b/a Maintenance USA, a former client of the firm in an unrelated matter.
Credit Suisse First Boston Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Credit Suisse is a current client of the firm in unrelated matters. May be affiliated with Walker & Dunlop, a current client of the firm in unrelated matters. May be affiliated with Quintain Estates and Development and Riverbend Capital Management, LLC, former clients of the firm in unrelated matters
CSX	Other Counterparties to Servicing Agreements	Affiliated with CSX Transportation, Inc. and Consolidated Rail Corporation, current clients of the firm in unrelated matters.
CTCE Federal Credit Union	Other Counterparties to Servicing Agreements	Current client of the firm in an unrelated matter.
DB Structured Products, Inc.	Other Counterparties to Servicing Agreements	Affiliated with Deutsche Bank National Trust Company, a current client of the firm in an unrelated matter.
Deutsche Bank AG New York/ Deutsche Bank AG, New York Branch	Other Counterparties to Servicing Agreements; Consolidated Top 50 Creditors	Believed to be affiliated with Deutsche Bank National Trust Company, a current client of the firm in an unrelated matter.
Deutsche Bank National Trust Co./ Deutsche Bank National Trust Company	HELOC Investors; Trustees	Deutsche Bank National Trust Company is a current client of the firm in an unrelated matter. Believed to be affiliated with Deutsche Bank Securities, Inc. and Deutsche Bank Berkshire Mortgage, Inc., current clients of the firm in unrelated matters.
Deutsche Bank Securities, Inc.	Bondholder	Current client of the firm in an unrelated matter.

Name	Relationship to Debtors	Relationship to Pepper
Deutsche Bank Trust Company Americas	Consolidated Top 50 Creditors	Believed to be affiliated with current clients Deutsche Bank National Trust Company, Deutsche Bank Berkshire Mortgage, Inc. and Deutsche Bank Securities, Inc., all in unrelated matters.
Deutsche Mortgage Securities, Inc.	Other Counterparties to Servicing Agreements	Believed to be affiliated with Deutsche Bank Berkshire Mortgage, Inc., a current client of the firm in an unrelated matter.
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch	Parties to Litigation	Believed to be affiliated with current clients Deutsche Bank National Trust Company, Deutsche Bank Berkshire Mortgage, Inc. and Deutsche Bank Securities, Inc., all in unrelated matters.
E*Trade Bank	Other Counterparties to Servicing Agreements	Believed to be affiliated with E*Trade Financial, a former client of the firm in an unrelated matter.
EMC Mortgage Corporation	Other Counterparties to Servicing Agreements	Believed to be affiliated with EMC Corporation, a former client of the firm in an unrelated matter.
Evercore	Consultants & Professionals	Believed to be affiliated with Evercore Partners Inc., a current client of the firm in unrelated matters.
Federal Home Loan Bank	Parties to Litigation	May be affiliated with Federal Home Loan Bank of San Francisco, a current client in an unrelated matter
Federal Home Loan Mortgage Corporation	Parties to Litigation	May be affiliated with Federal Home Loan Bank of San Francisco, a current client in an unrelated matter.
Federal National Mortgage Association (Fannie Mae)	Government Entities and GSEs	Current client of the firm in unrelated matters.
Financial Security Assurance Inc.	Mortgage and Monoline Insurers	Former client in an unrelated matter.

Name	Relationship to Debtors	Relationship to Pepper
First Citizens Bank and Trust Company	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
First National Bank and Trust Company	Other Counterparties to Servicing Agreements	Believed to be affiliated with First National Bank and Trust Company of Newtown, a former client of the firm in an unrelated matter.
First-Citizens Bank & Trust Company	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
Firstrust Bank	Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters.
Fleet National Bank	Other Counterparties to Servicing Agreements	Fleet National Bank is now known as Bank of America, N.A., a current client of the firm in unrelated matters.
Gateway Funding Diversified Mortgage Services, LP	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
General Motors Company	Rule 2004 Motion Parties	Affiliated with UAW-GM Legal Services Plan, a former client of the firm in unrelated matters.
Goldman Sachs & Co.	Bondholder	Former name of Clarion Capital Partners, LLC, a current client of the firm in an unrelated matter.
Goldman Sachs Mortgage Company	Other Counterparties to Servicing Agreements	Goldman Sachs & Company is the former name of Clarion Capital Partners, LLC, a current client of the firm in an unrelated matter.
Green Tree Servicing LLC	Other Counterparties to Servicing Agreements	Former client of the firm in unrelated matters.
Greenwich Capital Financial Products, Inc.	Other Counterparties to Servicing Agreements	Affiliated with RBS Securities, Inc., a former client of the firm in an unrelated matter.
Hanover Capital Mortgage Holdings, Inc.	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
Hanover Capital Mortgage Holdings, Inc.	Other Counterparties to Servicing Agreements	Affiliated with HanoverTrade, Inc., a former client of the firm in an unrelated matter.
HSBC Bank USA, National Association	Trustees	Believed to be affiliated with HSBC Bank Canada, a former client of the firm in an

Name	Relationship to Debtors	Relationship to Pepper
		unrelated matter. HSBC Capital (USA), Inc. is the former name of Graycliff Mezzanine II, LP, a current client of the firm in an unrelated matter
HSH Nordbank AG	Parties to Litigation	Current client of the firm in an unrelated matter.
Huntington Bancshares Inc.	Consolidated Top 50 Creditors; Parties to Litigation	Huntington Bancshares Inc. is a former client in an unrelated matter and is affiliated with Huntington National Bank, a former client of the firm in unrelated matters.
Huntington Federal Savings & Loan Association	Other Counterparties to Servicing Agreements	Affiliated with Huntington National Bank, a former client of the firm in unrelated matters.
ING Bank, FSB	Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters. Believed to be affiliated with ING Bank, N.V., a former client of the firm in an unrelated matter.
Irwin Union Bank and Trust Company	Other Counterparties to Servicing Agreements	Maybe affiliated with Irwin Bank & Trust Co., a former client of the firm in an unrelated matter.
JP Morgan Chase/ JPMorgan Chase Bank, N.A.	HELOC Investors; Depositing Banks	JPMorgan Chase Bank, N.A. is a current client of the firm in an unrelated matter, and is affiliated with The Bank of New York Trust Company, N.A., a former client of the firm in unrelated matters.
Kirkland & Ellis LLP	Consultants & Professionals	Kirkland & Ellis is a current client of the firm in unrelated matters.
LaSalle Bank National Association	Trustees	Believed to be affiliated with LaSalle National Bank, a former client in an unrelated matter.
Liberty Property Limited Partnership	Landlords and Tenants	Former client of the firm in an unrelated matter

Name	Relationship to Debtors	Relationship to Pepper
Loan Value Group	Consolidated Top 50 Creditors	Loan Value Group LLC is a former client of the firm in unrelated matters.
Lydian Private Bank	Other Counterparties to Servicing Agreements	Affiliated with John Yackel, a former client of the firm in an unrelated matter.
M&T Bank	Depositing Banks	M&T Bank is also known as Manufacturers and Traders Trust Company, a current client of the firm in unrelated matters, and is the parent company of Wilmington Trust Company, a current client of the firm in unrelated matters.
Macquarie Mortgages USA Inc	HELOC Investors	Macquaries is affiliated with HFP Capital Markets LLC, a former client of the firm in an unrelated matter.
Marine Bank	Other Counterparties to Servicing Agreements	Affiliated with PNC Bank, National Association, a current client of the firm in unrelated matters. Affiliated with Provident National Bank, a former client of the firm in an unrelated matter.
Market Street Mortgage Corporation	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
MBIA/MBIA, Inc.	Mortgage and Monoline Insurers; Consolidated Top 50 Creditors	MBIA is the former name of Cutwater Asset Management, a current client of the firm in unrelated matters, and is believed to be affiliated with Cuwater Select Income Fund, a current client of the firm in unrelated matters. MBIA Insurance Corporation is affiliated with Coach, Inc., a former client of the firm in an unrelated matter.
Mellon Bank	Other Counterparties to Servicing Agreements	Affiliated with Citizens Bank, a former client of the firm in unrelated matters and The Bank of New York Mellon Corporation, a former client of

Name	Relationship to Debtors	Relationship to Pepper
		the firm in unrelated matters.
Mercer	Consultants & Professionals	Believed to be affiliate with Mercer (US), Inc., a former client of the firm in an unrelated matter. Affiliated with Marsh & McLennan Agency LLC, a current client of the firm in unrelated matters.
Merck Sharp & Dohme Federal Credit Union	Other Counterparties to Servicing Agreements	May be affiliated with Bristol-Myers Squibb Company, Inc., a current client of the firm in an unrelated matter.
Merrill Lynch Bank & Co.	Other Counterparties to Servicing Agreements	Affiliated with Merrill Lynch Bank (USA), a former client of the firm in unrelated matters.
Mesirow Financial Consulting, LLC	Consultants & Professionals	Former client of the firm in unrelated matters.
Metropolitan Life Insurance Company	Other Counterparties to Servicing Agreements	Current client of the firm in an unrelated matter.
Moelis & Company	Other Counterparties to Servicing Agreements	Affiliated with HFP Capital Markets LLC, a former client of the firm in an unrelated matter.
Morgan Stanley & Co. LLC	Bondholder	Current client of the firm in an unrelated matter.
Morrison & Foerster LLP	Rule 2004 Motion Parties	Current client of the firm in an unrelated matter.
Oppenheimer & Co. Inc.	Bondholder	Former client of the firm in an unrelated matter. Believed to be an affiliate of current clients of the firm (Oppenheimer Private Equity Co-Investment Fund I, L.P. and Oppenheimer Asset Management, Inc) in unrelated matters.
Option One Mortgage Corporation	Other Counterparties to Servicing Agreements	Affiliated with H&R Block, a former client of the firm in an unrelated matter.
P. Schoenfeld Asset Management L.P.	Bondholder	Current client of the firm in an unrelated matter.
Peoples Heritage Savings Bank	Other Counterparties to Servicing Agreements	Affiliated with Banknorth Group, Inc., a former client of

Name	Relationship to Debtors	Relationship to Pepper
		the firm in an unrelated matter.
Pershing LLC	Bondholder	Believed to be affiliated with Pershing Group, LLC, parent company of HedgeMark Advisors, LLC, a current client in an unrelated matter
PHH Mortgage	Other Counterparties to Servicing Agreements	Affiliated with PHH Mortgage Corporation, a current client of the firm in an unrelated matter. Affiliated with Merrill Lynch Credit Corp., a former client of the firm in an unrelated matter.
PNC Bank, N.A.	Other Counterparties to Servicing Agreements	Current client of the firm in unrelated matters. Affiliated with Demand Committee of the Board of Directors of the PNC Financial Services Group, Inc., McCollister's Transportation Systems, Inc. and Midland Loan Services, Inc., current clients of the firm in unrelated matters. Affiliated with former clients Provident National Bank, PNC Bank, NA, Trustee of the Clara Huston Miller Trust, PNC Bank, NA, McDonald/Meader Trusts and PNC Bank. NA, Trust under Will of Anne Strawbridge Claghorn, all in unrelated matters.
PNC Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Affiliated with PNC Bank, N.A. and Midland Loan Services, Inc., current clients of the firm in unrelated matters.
Police and Fire Retirement System of the City of Detroit	Consolidated Top 50 Creditors	Affiliated with Detroit Retirement Systems, a current client of the firm in an unrelated matter.
PricewaterhouseCoopers	Consultants & Professionals	Current client of the firm in unrelated matters. Affiliated with Worldtrade Management

Name	Relationship to Debtors	Relationship to Pepper
		Services, a former client of the firm in unrelated matters.
RBC Capital Markets, LLC	Bondholder	Affiliated with Royal Bank of Canada, a current client of the firm in unrelated matters.
RBS Citizens, National Association	Other Counterparties to Servicing Agreements	Former client of the firm in unrelated matters.
RBS Citizens, National Association	Other Counterparties to Servicing Agreements	Affiliated with Citizens Bank, a current client of the firm in unrelated matters.
Republic Mortgage Insurance Company	Mortgage and Monoline Insurers	Believed to be affiliated with Ace USA, a former client in an unrelated matter.
Sovereign Bank, FSB	Other Counterparties to Servicing Agreements	Former client of the firm in an unrelated matter.
State Street Bank and Trust Company	Depositing Banks	State Street Bank and Trust Company is a current client of the firm in unrelated matters.
Stichting Pensioenfonds ABP	Parties to Litigation; Consolidated Top 50 Creditors	May be affiliated with PGGM Vermogensbeheer BV, a former client of the firm in an unrelated matter.
Stifel, Nicolaus & Company Incorporated	Bondholder	Former client of the firm in an unrelated matter.
TD Ameritrade Clearing, Inc.	Bondholder	The chairman of the board of TD Ameritrade Holding Corporation is a current client of the firm in unrelated matters.
Teachers Insurance and Annuity Association of America c/o Northmarq RES	Landlords and Tenants	Teachers Insurance and Annuity Association of America is a current client of the firm in unrelated matters
The ACE Group	Mortgage and Monoline Insurers	Believed to be affiliated with ACE International, a current client of the firm in unrelated matters.
The Charles Schwab Corporation	Parties to Litigation	Affiliated with Charles Schwab & Co., Inc., a former client of the firm in an unrelated matter.
The Frost National Bank	Other Counterparties to Servicing Agreements	Current client of the firm in an unrelated matter.

Name	Relationship to Debtors	Relationship to Pepper
The Union Central Life Insurance Company	Consolidated Top 50 Creditors	Affiliated with Tahira Riaz and Riaz A. Khokhar, current clients of the firm in an unrelated matter.
U.S. Bank/U.S. Bank National Association	Depositing Banks; Trustees; Consolidated Top 50 Creditors; Parties to Funding Agreement; HELOC Investors	Current client of the firm in an unrelated matter. Affiliated with CW Capital Asset Management and Lawrence A. Friend, current clients of the firm in unrelated matters.
UBS Real Estate Securities Inc.	Other Counterparties to Servicing Agreements	Believed to be affiliated with UBS Financial Services, Inc., a former client of the firm in an unrelated matter.
UBS Securities LLC	Bondholder	Former client of the firm in an unrelated matter.
USAA Federal Savings Bank	Other Counterparties to Servicing Agreements	Believed to be affiliated with USAA Savings Bank and USAA Investment Management Company, former clients of the firm in unrelated matters.
Verizon/Verizon Wireless	Utilities	Employer of Tom Varghese, a current client of the firm.
Wachovia Bank, National Association	Depositing Banks; Other Counterparties to Servicing Agreements	Affiliated with Wells Fargo Bank NA, a current client of the firm in unrelated matters.
Washington Mutual Bank	Other Counterparties to Servicing Agreements	Former client of the firm in unrelated matters.
Waste Management	Utilities	Waste Management of Pennsylvania, Inc. is the parent company of Alliance Sanitary Landfill, Inc., a former client of the firm in an unrelated matter. Waste Management, Inc. is affiliated with Bruce E. Snyder, Jr., a former client of the firm in unrelated matters.
Wells Fargo & Company	Consolidated Top 50 Creditors	Affiliated with Wells Fargo Bank N.A., a current client of the firm in unrelated matters. Affiliated with Wells Fargo Corporate Trust Services Wells Fargo Bank Minnesota, N.A.

Name	Relationship to Debtors	Relationship to Pepper
		and Wells Fargo Bank Minnesota, N.A., former clients of the firm in unrelated matters.
Wells Fargo Bank Minnesota, N.A.	Trustees	Former client of the firm in unrelated matters. Affiliated with Wells Fargo Bank N.A., a current client of the firm in unrelated matters. Affiliated with Wells Fargo Corporate Trust Services Wells Fargo Bank Minnesota, N.A., a former client of the firm in unrelated matters.
Wells Fargo Bank N.A.	Consolidated Top 50 Creditors; Parties to Funding Agreement; HELOC Investors; Trustees	Current client of the firm in unrelated matters.
WestStar Mortgage, Inc.	Other Counterparties to Servicing Agreements	Current client of the firm in an unrelated matter.
White & Case	Rule 2004 Motion Parties	Former client of the firm in an unrelated matter.
Wilmington Trust Company	Trustees	Current client of the firm in unrelated matters. Believed to be affiliated with Wilmington Trust Company Corporate Trust and Wilmington Trust FSB, former clients of the firm in unrelated matters.
Wilmington Trust, N.A.	Members of the Official Committee of Unsecured Creditors	Affiliated with Wilmington Trust, FSB, a former client of the firm in an unrelated matter. May be affiliated with current clients Non-Management Directors of Wilmington Trust Corporation, Wilmington Trust of Pennsylvania and Wilmington Trust Company, all in unrelated matters. May be affiliated with Wilmington Trust Company Corporate Trust/Custody, a former client of the firm in an unrelated matter.

Name	Relationship to Debtors	Relationship to Pepper
WMCC Clayton / Washington Mutual Bank	Other Counterparties to Servicing Agreements	Former client of the firm in unrelated matters.

11. As noted above, AFI is a current client of the firm in connection with the Foreclosure Review. Pepper Hamilton does not represent AFI in any other matters. Pepper Hamilton believes that its representation of AFI in the Foreclosure Review is not adverse to the Debtors because that representation is in fulfillment of obligations undertaken by both AFI and certain of the Debtors pursuant to the Consent Order. Out of an abundance of caution, Pepper Hamilton also disclosed above that Ally Bank may be an affiliate of Ally Commercial Finance LLC, a current client of the firm in matters unrelated to the Debtors' Chapter 11 cases and not adverse to the Debtors or their estates.

12. As part of its practice, Pepper Hamilton appears in bankruptcy, reorganization and other cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants and investment bankers, including some that are involved in other cases. Pepper Hamilton has not and will not represent any of such entities in relation to the Debtors and these Chapter 11 cases or have any relationship with any such attorneys, accountants, financial consultants and investment bankers which would be adverse to the Debtors or their estates.

PEPPER HAMILTON'S DISINTERESTEDNESS

13. Except as set forth herein, neither Pepper Hamilton, nor any member of Pepper Hamilton, any attorney who is of counsel to Pepper Hamilton, or any associate of Pepper Hamilton, insofar as I have been able to ascertain, represents in these cases any entity having an adverse interest to the Debtors or their estates.

14. Pursuant to an engagement letter by and among Pepper Hamilton, AFI and GMAC Mortgage, dated May 30, 2012, AFI is secondarily liable for any invoices not paid by

GMAC Mortgage. Accordingly, Pepper Hamilton is prepared to waive its claims against the Debtors for unpaid pre-petition fees and expenses provided that AFI pays those fees and expenses. Pepper Hamilton is currently owed \$23,524.28 on account of pre-petition services rendered to and expenses incurred on behalf of AFI and GMAC Mortgage.

15. Based upon the information available to me, after following the procedures described herein, and except as otherwise described herein, Pepper Hamilton holds no interest adverse as to the matters for which it is to be employed.

16. I hereby represent that Pepper Hamilton has not agreed to share with any person (except other lawyers of Pepper Hamilton) the compensation to be paid for the services rendered in these cases.

DISCLOSURE OF COMPENSATION

17. During the one year prior to the filing of the petition in this case, Pepper Hamilton received no payments (or retainers) from the Debtors on account of services rendered and expenses incurred by Pepper Hamilton.

18. The Debtors have agreed to pay Pepper Hamilton at its applicable hourly rates in effect from time to time during the pendency of these Chapter 11 proceedings, and to reimburse Pepper Hamilton for its expenses in connection with such services in such amounts as this Court determines pursuant to sections 330 and 331 of the Bankruptcy Code. Expenses may include, without limitation, travel costs, express mail, messenger service, outside photocopying costs, court fees and transcript costs. Presently, the range of hourly rates for Pepper Hamilton's attorneys and legal assistants is as follows:

\$675-850 for partners;

\$235-500 for associates; and

\$210-220 for paraprofessionals.

Hourly rates are subject to adjustment from time to time, typically on January 1 of each year, but may adjust during the calendar year as well.

19. Pepper Hamilton acknowledges that all amounts paid to Pepper Hamilton during these Chapter 11 cases are subject to final allowance by this Court. Pepper Hamilton therefore intends to apply to this Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules for all services performed and expenses incurred after the Petition Date.

20. Pepper Hamilton has not received any other payment in connection with these cases, nor has Pepper Hamilton entered into any other fee agreement with the Debtors, except as set forth herein.

21. I will amend this statement upon my learning that (i) any of the within representations are no longer correct or (ii) there is any material change of circumstance requiring additional disclosure.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND
CORRECT.

Dated: September 12, 2012

/s/ Robert S. Hertzberg, Esq.

Robert S. Hertzberg, Esq.

EXHIBIT 1

RESIDENTIAL CAPITAL, LLC ET AL.
Case No. 12-12020 (MG)

MASTER CONFLICT LIST

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower LLC
RFC Construction Funding, LLC
RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.

BMMZ Holdings LLC
US Bank National Association
Deutsche Bank Trust Company Americas

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital - London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Pension Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC

UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development LLC
Avenel Realty Company d / b / a Avenel at Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York,
Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.
Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust

Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Active Fixed Income LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
IKB International S.A. (in Liquidation)
Integrity Life Insurance Company
Kennett Capital, Inc.
Kral, Kenneth L.
Laster, Marteal
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union
Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta
Golden, Susan
Khodorovsky, Nazar

Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Karas, Kenneth M.
Koeltl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.
Oetken, J. Paul
Owen, Richard
Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Sand, Leonard B.

Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

AlixPartners
Barclays Bank PLC
Centerview Partners LLC
Chadbourne & Parke LLP
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Gonzalez, Arthur J.
Kirkland & Ellis LLP
Kramer Levin Naftalis & Frankel LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Mesirow Financial Consulting, LLC
Moelis
Nationstar Mortgage, LLC
PricewaterhouseCoopers
Rubenstein Associates, Inc.
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.

Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs
Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas
Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and Philadelphia N.H.S.
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority in and for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company

Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC
ABN AMRO Mortgage Croup, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-1
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank
Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal
Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC

Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation
Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.
Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
Bell Federal Savings and Loan Association
BellaVista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank
Cenlar FSB
CenterState Bank of Florida, N.A.
Central Bank of Jefferson County, Inc.
Century Bank, FSB
CFX Bank
Charter One Bank, FSB

Charter One Bank, N.A.	Fairbanks Capital Corp.
Chase Manhattan Mortgage Corporation	Fairfax Savings Bank
Chemical Mortgage Company	Family Bank, FSB
Citi Financial Mortgage Co., Inc	Family Lending Services, Inc.
Citibank (West), FSB	FBS Mortgage Corporation
Citigroup Global Markets Realty Corp.	Federal Home Loan Bank of Atlanta
Citigroup Mortgage Loan Trust Inc.	Federal Trust Bank, FSB
CitiMortgage, Inc.	Fidelity Federal Bank
Citizens Bank of Connecticut	Fidelity Savings and Loan
Citizens Bank of Massachusetts	Fifth Third Bank
Citizens Bank of New Hampshire	Financial Asset Securities Corp.
Citizens Bank of Pennsylvania	First Bank Incorporated
Citizens Bank, N.A.	First Bank, Inc.
Citizens Federal Bank, FSB	First Cap Holdings, Inc.
Clayton Fixed Income Services Inc.	First Citizens Bank and Trust Company
Clayton National, Inc.	First Citizens Mortgage Company
CMC Investment Partnership	First Community Bank N.A.
Coastal Banc Capital Corporation	First Federal of Michigan
Coastal Banc SSB	First Federal Savings and Loan Association of Storm Lake
Coastal States Mortgage Corporation	First Guaranty Mortgage Corporation
Collective Federal Savings Bank	First Horizon Home Loan Corporation
Colonial Mortgage Service Company	First Indiana Bank
Comerica Bank	First Internet Bank of Indiana
Community Lending, Incorporated	First Massachusetts Bank, N.A.
Communityone Bank, N.A.	First National Bank and Trust Company
ComUnity Lending, Incorporated	First National Bank of Arizona
Copperfield	First National Bank of El Dorado
Core, Cap Inc.	First Nationwide Mortgage Corporation
Corona Asset Management III, LLC	First NLC
Countrywide Bank, N.A.	First Rate Capital Corporation
Countrywide Home Loans Servicing, LP	First Savings Mortgage Corporation
Countrywide Home Loans, Inc.	First Tennessee Bank National Association
Credit Suisse First Boston Mortgage Securities Corp.	First Tennessee Capital Assets Corporation
CSX	First Trust Savings Bank
CTCE Federal Credit Union	First Union National Bank
CTX Mortgage Company, LLC	First-Citizens Bank & Trust Company
DB Structured Products, Inc.	Firstrust Bank
Deutsche Alt-A Securities, Inc.	Fleet National Bank
Deutsche Bank AG New York Branch	Flex Point Funding Corporation
Deutsche Mortgage Securities, Inc.	Flick Mortgage Investors, Inc.
DLJ Mortgage Acceptance Corp.	FNBA
DLJ Mortgage Capital, Inc.	Fortress Credit Corp.
Dollar Bank, FSB	FPA Corporation
Drawbridge Consumer Funding Ltd	Franklin Bank, SSB
Dynex Securities Corporation	Franklin Credit
E*Trade Bank	Franklin Credit Management Corporation
E*Trade Mortgage	Gateway Credit Union
E*Trade Wholesale Lending Corp.	Gateway Funding Diversified Mortgage Services, LP
EAB Mortgage Company, Inc.	GE Capital Consumer Card Co.
EMC Mortgage Corporation	GE Mortgage Services, LLC
Empire Mortgage X, Inc.	Geneva Mortgage Corporation
Encore Bank and National Association	Germantown Savings Bank
Encore Savings Bank	Gibraltar Savings Association
Erie Savings Bank	Ginn Financial Services, LLC
Eurekabank	Goldman Sachs Mortgage Company
EverBank	

Gonzalo Residential Asset Trust
Great American First Savings Bank
Great American Savings Bank
Green Planet Servicing, LLC
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-HE4
GreenPoint Mortgage Funding Trust 2006-HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPS Mortgage Loan Trust 2005-LT1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of Rome,
Ga.
Home Loan Corporation
Home Loan Series 09-2028
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMPAC CMB Trust Series 2005-6
IMPAC Funding Companies
IMPAC Funding Corporation
IMPAC Mortgage Holdings, Inc.
IMPAC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
IndyMac Bank, FSB (now OneWest Bank, FSB)
IndyMac MBS, Inc.
IndyMac Mortgage Holdings, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixis Real Estate Capital Inc
Jackson Federal Bank
Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company

Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers
Holdings Inc.
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union
Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.
Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC
Money Bank Investment Corporation
Monterey I Holdings
Morgan Stanley Capital I Inc.
Morgan Stanley Mortgage Capital Inc.
Morgan Stanley Mortgage Loan Trust 2005-3AR
Mortgage Asset Securitization Transactions, Inc.

Mortgage Asset Securitization Trust
Mortgage Interest Networking Trust II
Mortgage Investors Corporation
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT Trust 2005-4
MortgageIT, Inc
MRF 3 LLC
Mrit Securities Corporation
Mutual Savings & Loan Association of Charlotte,
N.C.
Mutual Savings Bank
National Bank of Commerce
NETBANK
Network Funding L.P.
Neuwest Equity Partners
New Century Mortgage Securities, Inc.
New Cumberland Federal Credit Union
New Penn Financial, LLC
New York Life Insurance and Annuity Corporation
New York Life Insurance Company
Nomura Asset Acceptance Corporation
Nomura Credit & Capital, Inc.
Nomura Home Equity Loan, Inc.
North Jersey Federal Credit Union, Inc.
Northwest Funding, Inc.
Northwestern National Bank of Minneapolis
Norwest Bank Minnesota, National Association
Norwest Mortgage, Inc.
Ocwen Federal Bank FSB
Ocwen Loan Servicing, LLC
Ohio Savings Bank
Opteum Financial Services, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
Parkside Lending, LLC
Parkvale Savings Bank
Paul Financial, LLC
People Savings Bank, Inc., SSB
Peoples Heritage Savings Bank
PHH Mortgage
Philadelphia Federal Credit Union
Pinnacle Capital Mortgage Corporation
Pinnacle Financial Corporation
Plaza Home Mortgage, Inc.
PMC Bancorp
PNC Bank, N.A.
PNC Mortgage Securities Corp.
Pomona First Federal Bank and Trust
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group
Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Real Time Resolutions, Inc.
Real Time Solutions
Realty Mortgage Corporation
Redlands Federal Bank, FSB
Redwood Trust, Inc.
Reliance Federal Credit Union
Residential Mortgage Assistance Enterprise, LLC
Resolution Capital Advisors, LLC
Ridgewood Savings Bank
Riggs Bank N.A.
Rochester Community Savings Bank
Roosevelt Management Company, LLC
RWI Holdings, Inc.
Ryland Acceptance Corporation Four
SACO I Trust 2005-GP1
SACO I Trust 2006-8
Salomon Brothers Realty Corp.
Saxon Mortgage Funding Corporation
Sea Breeze Financial Services, Inc.
Sebring Capital
Secured Bankers Mortgage Company
Security National
Security Pacific National Bank
Select Portfolio Servicing Inc.
Sequoia Funding Trust
Sequoia Residential Funding, Inc.
Shearson Lehman Government Securities, Inc.
Shellpoint Mortgage LLC
Sierra Pacific Mortgage, Inc
Silver State Financial Services, Inc.
Silvergate Bank
Skyline Financial Corp.
SMFC Funding Corporation
SN Servicing Corporation
SNBOA, LLC
Southbank
Southern Pacific Thrift and Loan Association
SouthStar Funding, LLC
Southwest Savings and Loan Association
Sovereign Bank, FSB
Specialized Loan Servicing LLC
St. Paul Federal Bank for Savings
Stanwich Mortgage Acquisition Company, LLC
Sterling Savings Bank
Steward Financial, Inc.
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker

TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC
The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.
The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank
Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network

Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of
Detroit

Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfonds ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A.
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company, N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison & Foerster LLP
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case